

UNITED STATES DISTRICT COURT FOR THE
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

SOLOMON CHAU, Derivatively on Behalf
of TESLA, INC.,

Plaintiff,

V.

ELON MUSK, ROBYN DENHOLM,
KIMBAL MUSK, IRA EHRENPREIS,
JAMES MURDOCH, LAWRENCE J.
ELLISON, KATHLEEN WILSON-
THOMPSON, HIROMICHI MIZUNO,
ANTONIO J. GRACIAS, STEPHEN T.
JURVETSON, BRAD W. BUSS, and
LINDA JOHNSON RICE,

Defendants,

-and-

TESLA, INC., a Delaware Corporation,

Nominal Defendant.

[Caption continued on next page]

ALVIN JANKLOW, Derivatively on Behalf
of TESLA, INC.,

Plaintiff,

v.

ELON MUSK, ROBYN DENHOLM,
KIMBAL MUSK, IRA EHRENPREIS,
JAMES MURDOCH, LAWRENCE J.
ELLISON, KATHLEEN WILSON-
THOMPSON, HIROMICHI MIZUNO,
ANTONIO J. GRACIAS, STEPHEN T.
JURVETSON, BRAD W. BUSS, and
LINDA JOHNSON RICE,

Defendants,

-and-

TESLA, INC., a Delaware Corporation,

Nominal Defendant.

Case No.: 1:22-cv-00611-LY

**UNOPPOSED MOTION TO CONSOLIDATE RELATED DERIVATIVE
ACTIONS AND APPOINT CO-LEAD COUNSEL**

I.

There are currently two related stockholder derivative actions brought by Soloman Chau and Alvin Janklow (together, "Plaintiffs") pending before this Court against Elon Musk, Robyn Denholm, Kimbal Musk, Ira Ehrenpreis, James Murdoch, Lawrence J. Ellison, Kathleen Wilson-Thompson, Hiromichi Mizuno, Antonio J. Gracias, Stephen T. Jurvetson, Brad W. Buss, and Linda Johnson Rice, who are allegedly current or former directors and officers of nominal defendant Tesla, Inc. (collectively "Defendants"): (i) *Chau v. Musk, et al.*, Case No. 1:22-cv-00592-LY; and (ii) *Janklow v. Musk, et al.*, Case No. 1:22-cv-00611-LY (together, the "Related Actions").

II.

Rule 42(a) of the Federal Rules of Civil Procedure provides that when actions involve "a

common question of law or fact," the court may: "(1) join for hearing or trial any or all matters at issue in the actions; (2) consolidate the actions; or (3) issue any other orders to avoid unnecessary cost or delay." Fed. R. Civ. P. 42(a). For the reasons set forth below, the parties agree that these two cases, as well as any subsequently filed related stockholder derivative actions, should be consolidated to facilitate the efficient prosecution of the related actions.

III.

The parties agree that the Related Actions arise out of the same factual circumstances, challenge similar alleged misconduct by certain current and former directors and executive officers, and involve common questions of law and fact.

IV.

The parties agree, therefore, that the Related Actions, as well as any subsequently filed similar stockholder derivative actions, should be consolidated for all purposes, including pre-trial proceedings and trial, into a single consolidated action (hereinafter referred to as the "Consolidated Derivative Action"), in order to avoid duplication of effort and potentially conflicting results, and to conserve party and judicial resources.

V.

In addition, in order to fully realize the efficiencies promised by consolidation, and to ensure the effective prosecution of the derivative claims, Plaintiffs respectfully request that the Kendall Law Group, PLLC ("Kendall") and Robbins LLP ("Robbins") be appointed by the Court as co-lead counsel to prosecute the proposed Consolidated Derivative Action and any subsequently filed related derivative actions arising from the same or similar factual allegations. Kendall and Robbins have substantial experience representing stockholders in complex derivative actions, and are competent to serve in this role. *See* Firm Resumes attached as Exhibits A and B.

Defendants do not oppose, and take no position with respect to, the appointment of lead counsel.

Dated: July 12, 2022

Respectfully submitted,

KENDALL LAW GROUP, PLLC

/s/ Joe Kendall

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Attorneys for Plaintiffs Solomon Chau and
Alvin Janklow and [Proposed] Co-Lead
Counsel for Plaintiffs

CERTIFICATE OF CONFERENCE

I certify that on July 5 and July 8, 2022, I conferred with counsel for Defendants, Drew Liming and Doru Gavril of Freshfields Bruckhaus Deringer US LLP, regarding the substance of this motion and they stated that they do not oppose, and take no position with respect to, the appointment of lead counsel.

/s/ Shane P. Sanders

SHANE P. SANDERS

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing document was filed with the Court's electronic case filing (ECF) system on July 12, 2022, which caused an electronic copy of this document to be served on all counsel of record in this matter who have registered for ECF service.

/s/ Joe Kendall

JOE KENDALL